

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|---|---|-----------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/29/2012 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Sunflower Farmers Markets, Inc. | | 05/29/2012 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Sunflower Farmers Markets, LLC | | |
| Street Address: | 11811 North Tatum Boulevard, Suite 2400 | | |
| Internal Address: | c/o Sprouts Farmers Markets | | |
| City: | Phoenix | | |
| State/Country: | ARIZONA | | |
| Postal Code: | 85028 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 76492710 | SERIOUS FOOD...SILLY PRICES | |
| Serial Number: | 77637072 | NEWFLOWER FARMERS MARKET | |
| Serial Number: | 78191392 | SUNFLOWER | |
| Serial Number: | 78722380 | SUNFLOWER MARKET | |
| Registration Number: | 4059153 | SUNFLOWER FARMERS MARKET | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2027393001 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 202-739-5652 | | |
| Email: | chowell@morganlewis.com | | |
| Correspondent Name: | Catherine R. Howell, Senior Paralegal | | |
| Address Line 1: | 1111 Pennsylvania Ave., N.W. | | |

CH \$140.00 76492710

Address Line 2: Morgan, Lewis & Bockius LLP
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER: 034664-01.0233

NAME OF SUBMITTER: Catherine R. Howell, Senior Paralegal

Signature: /Catherine R. Howell/

Date: 07/18/2012

Total Attachments: 3
source=centennial final#page1.tif
source=centennial final#page2.tif
source=centennial final#page3.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"SUNFLOWER FARMERS MARKETS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CENTENNIAL POST-CLOSING MERGER SUB, LLC"
UNDER THE NAME OF "SUNFLOWER FARMERS MARKETS, LLC", A LIMITED
LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE
STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-NINTH DAY OF MAY, A.D. 2012, AT 11:46 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

5117279 8100M

120649336




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9601838

DATE: 05-29-12

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004824 FRAME: 0639

CERTIFICATE OF MERGER

of

**SUNFLOWER FARMERS MARKETS, INC.
A DELAWARE CORPORATION**

into

**CENTENNIAL POST-CLOSING MERGER SUB, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

MAY 29, 2012

The undersigned, Centennial Post-Closing Merger Sub, LLC, a Delaware limited liability company, pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), hereby certifies as follows:

FIRST: The name and state of domicile of each of the constituent entities in the merger are as follows:

| <u>Name</u> | <u>State of Domicile</u> |
|---|--------------------------|
| Sunflower Farmers Markets, Inc. | Delaware |
| Centennial Post-Closing Merger Sub, LLC | Delaware |

SECOND: A Merger Agreement between the parties to the merger has been approved, adopted, executed and acknowledged by each of the constituent entities in accordance with Section 18-209 of the DLLCA and Section 264 of the Delaware General Corporation Law (the "DGCL"), and any other applicable law.

THIRD: The name of the surviving company is Centennial Post-Closing Merger Sub, LLC.

FOURTH: The Certificate of Formation of Centennial Post-Closing Merger Sub, LLC, as in effect immediately prior to the effective time of the merger, is hereby amended to change the name of the surviving company to "Sunflower Farmers Markets, LLC".


FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving company. The address of the principal place of business of the surviving company is 11811 North Tatum Boulevard, Suite 2400, Phoenix, AZ 85028.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving company, on request and without cost, to any member or stockholder of the constituent companies.

SEVENTH: Any time prior to the time this Certificate of Merger becomes effective, the merger may be abandoned and this Certificate of Merger terminated in accordance with Section 18-209 of the DLLCA and 251(d) of the DGCL, as applicable, and any other applicable law.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of date first set forth above.

CENTENNIAL POST-CLOSING MERGER SUB, LLC

By: 
Name: Shon Boney
Title: Chief Executive Officer

[Signature Page to Certificate of Merger for the Final Merger]